

David M. Friedman (DFriedman@kasowitz.com)
Andrew K. Glenn (AGlenn@kasowitz.com)
Jeffrey R. Gleit (JGleit@kasowitz.com)
KASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, New York 10019
Telephone: (212) 506-1700
Facsimile: (212) 506-1800

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**BORDERS GROUP, INC., *et al.*,¹

Debtors.**

Chapter 11

Case No. 11-10614 (MG)

(Jointly Administered)

AMENDED AGENDA FOR JUNE 2, 2011 OMNIBUS HEARING²

Time and

Date of Hearing:

June 2, 2011 at 10:00 A.M. (Prevailing Eastern Time)

Location of Hearing:

The Honorable Martin Glenn
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 501
New York, New York 10004

Copies of Motions:

A copy of each pleading can be viewed and/or obtained by:
(i) accessing the Court's website at www.nysb.uscourts.gov,
(ii) contacting the Office of the Clerk of the Court at One Bowling
Green, New York, New York, 10004, or (iii) from the Debtors'

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

² Any party who wishes to appear telephonically at the June 2, 2011 hearing must contact COURTCALL, LLC at 888.882.6878 (see the United States Bankruptcy Court's Instructions for Telephonic Appearances, attached hereto as Exhibit A).

notice and claims agent, The Garden City Group, Inc., at www.bordersreorganization.com or by calling 877.906.7675.

Note that a PACER password is needed to access documents on the Court's website.

I. DEBTORS' MOTIONS

A. “TJX Assignment” – Debtors’ Motion for Order Pursuant to Sections 105(a), 363(a) and 365(a) of the Bankruptcy Code and Fed. R. Bankr. P. 6004, 6006 and 9014 Authorizing Debtors (I) To Assume the Unexpired Non-Residential Real Property Lease for Store No. 406 With Camino Real Limited Liability Company; (II) To Assume the Unexpired Non-Residential Real Property Lease for Store No. 68 With Toys Center, LLC; (III) To Enter Into the Assignment Agreement With Homegoods, Inc.; and (IV) To Enter Into the Assignment Agreement With T.J.Maxx of Ca, LLC [**Docket No. 832**].

1. **Related Documents:**

- a. Declaration of Mark Walker, of the TJX Companies, Inc., In Response to Objection of Camino Real Limited Liability Company to Debtors’ Motion for Order Authorizing Debtors to Assume and Assign Unexpired Nonresidential Real Property Lease for Store No. 406 [**Docket No. 957**].

2. **Objections:**

- a. Opposition of Camino Real Limited Liability Company to Debtors’ Motion for Order Authorizing Debtors to Assume and Assign Unexpired Non-Residential Real Property Lease for Store No. 406 [**Docket No. 922**].

3. **Replies:**

- a. Reply to Objection to Debtors’ Motion for Order Pursuant to Sections 105(a), 363(a) and 365(a) of the Bankruptcy Code and Fed. R. Bankr. P. 6004, 6006 and 9014 Authorizing Debtors (I) To Assume the Unexpired Non-Residential Real Property Lease for Store No. 406 With Camino Real Limited Liability Company; (II) To Assume the Unexpired Non-Residential Real Property Lease for Store No. 68 With Toys Center, LLC; (III) To Enter Into the Assignment Agreement With Homegoods, Inc.; and (IV) To Enter Into Assignment Agreement With T.J.Maxx of Ca, LLC [**Docket Nos. 946, 950**].

4. **Status:** The Debtors received one objection. This matter is going forward on a contested basis.

- B. “Deferred Compensation Plan Direction”** – Debtors’ Motion for Entry of an Order Pursuant to Sections 105(a) and 363 of the Bankruptcy Code Approving Stipulation and Order With Bank of America, N.A. Authorizing and Directing Performance Under Trust Agreement [**Docket No. 837**].
1. Status: The Debtors have not received any formal objections. The Debtors will submit the final form of order to the Court at the hearing.
- C. “Motion to Seal”** – Debtors’ Motion Pursuant to 11 U.S.C. § 107(b) and Rule 9018 of the Federal Rules of Bankruptcy Procedure to File Exhibit to Motion to Reject Master Licensing Agreement With Seattle’s Best Coffee, LLC Under Seal [**Docket Nos. 851, 854**].
1. Related Documents:
 - a. Revised Proposed Order Granting Debtors’ Motion Pursuant to 11 U.S.C. § 107(b) and Rule 9018 of the Federal Rules of Bankruptcy Procedure to File Exhibit to Motion to Reject Master Licensing Agreement With Seattle’s Best Coffee, LLC Under Seal [**Docket No. 956**].
 2. Status: The Debtors have not received any formal objections. The Debtors will submit the final form of order to the Court at the hearing.
- D. “Exclusivity”** – Debtors’ Motion for Order Pursuant to 11 U.S.C. § 1121(d) Extending Their Exclusive Periods for Filing and Soliciting Acceptances of a Chapter 11 Plan [**Docket No. 864**].
1. Related Documents:
 - a. Declaration of Holly Felder Etlin in Support of the Debtors’ Motion for Order Pursuant to 11 U.S.C. § 1121(d) Extending Their Exclusive Periods for Filing and Soliciting Acceptances of a Chapter 11 Plan [**Docket No. 865**].
 2. Objections:
 - a. Objection of the Official Committee of Unsecured Creditors to Debtors’ Motion for Order Pursuant to 11 U.S.C. § 1121(d) Extending Their Exclusive Periods for Filing and Soliciting Acceptances of a Chapter 11 Plan [**Docket No. 920**].

3. Replies:

- a. Reply in Support of Debtors' Motion for Order Pursuant to 11 U.S.C. § 1121(d) Extending Their Exclusive Periods for Filing and Soliciting Acceptances of a Chapter 11 Plan [**Docket No. 944**].

4. Status: The Debtors received one objection. This matter is going forward on a contested basis.

E. “Rejection of Executory Contracts” – Debtors' Omnibus Motion Pursuant to 11 U.S.C. §§ 105(a) and 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure for an Order (I) Approving Rejection of Certain Executory Contracts and (II) Authorizing Procedures for the Rejection of Additional Executory Contracts [**Docket No. 866**].

1. Related Documents:

- a. Declaration of Holly Felder Etlin in Support of the Debtors' Omnibus Motion Pursuant to 11 U.S.C. §§ 105(a) and 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure for an Order (I) Approving Rejection of Certain Executory Contracts and (II) Authorizing Procedures for the Rejection of Additional Executory Contracts [**Docket No. 867**].
- b. Revised Proposed Order Granting Debtors' Omnibus Motion Pursuant to 11 U.S.C. §§ 105(a) and 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure for an Order (I) Approving Rejection of Certain Executory Contracts and (II) Authorizing Procedures for the Rejection of Additional Executory Contracts [**Docket No. 953**].

2. Status: The Debtors have not received any formal objections. The Debtors will submit the revised final form of order to the Court at the hearing.

F. “Seattle's Best Coffee” – Debtors' Motion Pursuant to 11 U.S.C. § 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure to Reject Master Licensing Agreement With Seattle's Best Coffee, LLC [**Docket No. 868**].

1. Related Documents:

- a. Declaration of Holly Felder Etlin in Support of the Debtors' Motion Pursuant to 11 U.S.C. § 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure to Reject Master Licensing Agreement With Seattle's Best Coffee, LLC [**Docket No. 869**].

- b. Revised Proposed Order Granting Motion Pursuant to 11 U.S.C. § 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure to Reject Master Licensing Agreement With Seattle's Best Coffee, LLC [**Docket No. 958**].

2. Objections:

- a. Limited Objection of Bunn-O-Matic Corporation to Debtors' Motion Pursuant to 11 U.S.C. § 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure to Reject Master Licensing Agreement With Seattle's Best Coffee, LLC [**Docket No. 919**].
- b. Objection of Seattle's Best Coffee LLC to Debtors' Motion to Reject Master Licensing Agreement [**Docket No. 923**].
 - i. Declaration of Robert Dilworth in Opposition to Motion to Reject Master Licensing Agreement [**Docket No. 924**].

3. Replies:

- a. Reply to Objections to Debtors' Motion Pursuant to 11 U.S.C. § 365(a) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure to Reject Master Licensing Agreement With Seattle's Best Coffee, LLC [**Docket No. 949**].

4. Status: The Debtors received one objection and one limited objection. This matter is going forward on a contested basis.

II. OTHER PARTIES' MOTIONS

- A. **"SBC Motion to Seal"** – Application by Seattle's Best Coffee LLC for an Order Pursuant to Section 107(b) of the Bankruptcy Code and Rule 9018 of the Federal Rules of Bankruptcy Procedure for an Order Granting Leave to File an Objection to Border's Motion to Reject the MLA Under Seal [**Docket No. 921**].

1. Status:

- a. SBC Motion to Seal indicates that the motion will be heard at the June 2, 2011 hearing if necessary.

Dated: June 1, 2011
New York, New York

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

By: /s/ Andrew K. Glenn

David M. Friedman (DFriedman@kasowitz.com)

Andrew K. Glenn (AGlenn@kasowitz.com)

Jeffrey R. Gleit (JGleit@kasowitz.com)

1633 Broadway

New York, New York 10019

Telephone: (212) 506-1700

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